

HARMAN INTERNATIONAL INDUSTRIES INC /DE/  
Form 8-K  
December 09, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): December 9, 2016 (December 6, 2016)**

**HARMAN INTERNATIONAL INDUSTRIES, INCORPORATED**  
**(EXACT NAME OF REGISTRANT AS SPECIFIED IN CHARTER)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**001-09764**  
**(Commission**

**File Number)**  
**400 Atlantic Street, Suite 1500**

**11-2534306**  
**(IRS Employer**

**Identification No.)**

**Stamford, CT 06901**

**(Address of Principal Executive Offices) (Zip Code)**

**Registrant's telephone number, including area code: (203) 328-3500**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On September 14, 2016, the Board of Directors of Harman International Industries, Incorporated (the Company) adopted, subject to stockholder approval, amendments to Article Eighth of the Company's Restated Certificate of Incorporation and Article III of the Company's Bylaws to provide that the Company's stockholders may remove any member of the Company's board of directors from office, with or without cause (the Amendments). On December 6, 2016, the Amendments were approved by stockholders at the Company's 2016 Annual Meeting of Stockholders (the Annual Meeting). The Amendments became effective upon the Company filing a Certificate of Amendment to the Restated Certificate of Incorporation (the Certificate of Amendment) with the Office of the Secretary of State of the State of Delaware on December 7, 2016.

The foregoing descriptions of the Amendments are qualified in their entirety by reference to the Certificate of Amendment and the Bylaws, as amended, which are filed as Exhibit 3.1 and Exhibit 3.2, respectively, to this Current Report on Form 8-K.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The Annual Meeting was held on December 6, 2016. Only stockholders of record as of the close of business on October 11, 2016 were entitled to vote at the Annual Meeting. As of the record date, 69,932,865 shares of common stock were outstanding and entitled to vote. At the Annual Meeting, 62,940,747 shares of common stock of the Company were represented, in person or by proxy, constituting a quorum.

At the Annual Meeting, stockholders considered the following proposals:

the election of 10 director nominees;

the ratification of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2017;

the approval of the Amendments; and

an advisory vote to approve the compensation of the Company's named executive officers.

The results of the matters voted on by the stockholders are set forth below.

1. The Company's stockholders elected the 10 director nominees with the following votes:

|                          | <b>FOR</b> | <b>WITHHELD</b> | <b>BROKER<br/>NON-VOTES</b> |
|--------------------------|------------|-----------------|-----------------------------|
| Adriane M. Brown         | 56,129,742 | 1,672,964       | 5,138,041                   |
| John W. Diercksen        | 56,271,419 | 1,531,287       | 5,138,041                   |
| Ann McLaughlin Korologos | 55,577,411 | 2,225,295       | 5,138,041                   |
| Robert Nail              | 56,093,813 | 1,708,893       | 5,138,041                   |
| Dinesh C. Paliwal        | 54,167,318 | 3,635,388       | 5,138,041                   |

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|                       |            |           |           |
|-----------------------|------------|-----------|-----------|
| Abraham N. Reichental | 56,067,674 | 1,735,032 | 5,138,041 |
| Kenneth M. Reiss      | 56,085,725 | 1,716,981 | 5,138,041 |
| Hellene S. Runtagh    | 56,114,675 | 1,688,031 | 5,138,041 |
| Frank S. Sklarsky     | 56,003,033 | 1,799,673 | 5,138,041 |
| Gary G. Steel         | 56,050,670 | 1,752,036 | 5,138,041 |

2. The Company's stockholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2017 with the following votes:

|            |                |                |                             |
|------------|----------------|----------------|-----------------------------|
| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTES</b> |
| 62,198,394 | 697,216        | 45,137         | 0                           |

3. The Company's stockholders approved the Amendments with the following votes:

|            |                |                |                             |
|------------|----------------|----------------|-----------------------------|
| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTES</b> |
| 62,552,029 | 285,577        | 103,141        | 0                           |

4. The Company's stockholders approved, by advisory vote, the compensation of the Company's named executive officers with the following votes:

|            |                |                |                             |
|------------|----------------|----------------|-----------------------------|
| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTES</b> |
| 53,879,286 | 3,866,332      | 57,088         | 5,138,041                   |

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit<br/>No.</b> | <b>Description</b>   |
|------------------------|--|
| 3.1                    | Certificate of Amendment to the Restated Certificate of Incorporation, filed with the Secretary of State of the State of Delaware on December 7, 2016. |
| 3.2                    | By-Laws of Harman International Industries, Incorporated, as amended, dated December 7, 2016.  |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HARMAN INTERNATIONAL  
INDUSTRIES,

INCORPORATED

By: /s/ Todd A. Suko  
Todd A. Suko  
Executive Vice President and General  
Counsel

Date: December 9, 2016